

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:	)	Chapter 11
	)	
ORIOUS CORP., et al.,	)	Case No. 05-63876
	)	(Jointly Administered Cases)
Debtors.	)	
	)	Hon. Bruce W. Black
	)	

**SECOND ORDER AMENDING FINAL ORDER AUTHORIZING USE OF CASH  
COLLATERAL AND ADEQUATE PROTECTION**

This matter came before the Court on the motion (the "Motion") made by Orius Corp. and the other jointly administered debtors in these cases, as debtors and debtors in possession (collectively, the "Debtors"), for approval and entry of an order amending the Final Order Authorizing Use of Cash Collateral and Adequate Protection entered by the Court on January 10, 2006, as previously amended (the "Amendment Order") by the Order Amending Final Order Authorizing Use of Cash Collateral and Adequate Protection entered by the Court on March 29, 2006 (collectively, the "Final Cash Collateral Order")<sup>1</sup>.

Based on the Motion and the statements of respective counsel for the Debtors, the Agent and other parties in interest, and having determined that due and proper notice of the hearing on the Motion was given, IT IS HEREBY ORDERED THAT:

1. On and after March 1, 2006, the Operating Budget as defined in the Final Cash Collateral Order shall be the operating budget attached as Exhibit A to the Amendment Order together with the operating budget attached as Exhibit A hereto and incorporated herein by this reference.

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<sup>1</sup> Capitalized terms used and not defined herein shall have the meaning set forth in the Final Cash Collateral Order.

2. Clauses (g) through (o) of Decretal Paragraph 13 of the Final Cash Collateral Order shall be replaced with the following:

“(g) the payment by the Debtors, without the Agent’s written consent in each instance, of aggregate disbursements on a cumulative basis for the period from the commencement of the Operating Budget through the end of each calendar week thereafter, taking each such period as one accounting period, in excess of 103% of such disbursements projected to be made in the Operating Budget; (h) the payment by the Debtors without the Agent’s prior written consent in each instance of any expenditure that is not reflected as an expense category in the Operating Budget; (i) any of the Debtors breach or otherwise fail to abide by any of the terms or provisions of this Final Cash Collateral Order; (j) a plan of liquidation satisfactory to the Agent, together with a disclosure statement therefor, shall not have been filed by the Debtors with the Court by June 30, 2006; (k) the confirmation hearing for such plan of liquidation shall not have been held by August 18, 2006; or (l) Borrower shall modify its existing cash management system without the prior express written consent of the Agent in each instance.”

3. The date “May 31, 2006” appearing in Decretal Paragraph 14 of the Final Cash Collateral Order shall be replaced with the date “August 31, 2006.”

4. Decretal Paragraph 16 of the Final Cash Collateral Order shall be replaced in full with the following:

“16. The Debtors shall further provide the Agent with such information as the Agent may reasonably request concerning the Debtors’ business operations and the financial condition of the Debtors, including without limitation, the following

items: (i) by the third (3rd) Business Day in each calendar week, for the period from the commencement of the Operating Budget through the end of the prior calendar week a reconciliation of actual cash expenditures to budgeted expenditures in form and detail satisfactory to the Agent, (ii) by June 16, 2006, and thereafter at the request of the Agent from time to time, a revised operating budget, to be used for informational purposes only, prepared on a thirteen (13) calendar week basis in form and substance satisfactory to the Agent, (iii) by the 20th day of each calendar month, a written report from the Debtors in form and detail satisfactory to the Agent reviewing the status of all customer contracts, trade accounts receivable, unbilled trade accounts receivable and Standby Letters of Credit (to include, with respect to Standby Letters of Credit, the face amount, date of issuance, identification number, expiry date, outstanding balance and status of the project or other purpose for which each such Standby Letter of Credit was issued), (iv) by close of business on the first Business Day of each calendar week, a report in form and detail satisfactory to the Agent reflecting the cash balances in each of the Debtors' bank accounts as of the end of the preceding business week, (v) by the third (3rd) Business Day of each calendar week, a status report on customer and subcontractor lien settlements and trust account receipts, in form and detail satisfactory to the Agent, and (vi) such other information as the Agent shall reasonably request. The Debtors shall also provide the United States Trustee and counsel for the Committee with such information. The Debtors also shall allow the Agent to audit the books and records of the Debtors upon the written request of the Agent."

5. In all other respects, the Final Cash Collateral Order shall remain in full force and effect in accordance with its terms.

6. This Order is immediately valid and fully effective upon its entry.

Dated: June 1, 2006

JUN 01 2006

*Bruce W. Blechman*  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT A**

Orion Corp  
Cash Flow Weekly Budget

Week Ending	2-Jun	9-Jun	16-Jun	23-Jun	30-Jun	7-Jul	14-Jul	21-Jul	28-Jul	4-Aug	11-Aug	18-Aug	25-Aug
<b>Receipts</b>													
Trade	196,858	196,858	196,858	196,858	196,858	164,048	164,048	164,048	164,048	123,036	123,036	123,036	123,036
Trust	238,223	238,223	238,223	238,223	238,223	238,223	238,223	238,223	238,223	119,111	119,111	119,111	119,111
Consideration from Buyer													
Other													
<b>Total Receipts</b>	435,081	435,081	435,081	435,081	435,081	402,271	402,271	402,271	402,271	242,148	242,148	242,148	242,148
<b>Disbursements</b>													
Lien Settlements and Claims													
Operating Payroll (incl WARN)	163,286	163,286	163,286	163,286	163,286	163,286	163,286	163,286	163,286	81,643	81,643	81,643	81,643
Trade, Subcontractors and Other Operating													
Wind Down Payroll			34,322		107,655		21,649		21,649		21,649		21,649
Insurance Premiums				10,000			10,000					10,000	
Insurance Claims			100,000	50,000			50,000				100,000	50,000	
Professional Fees					60,000								10,000
Unsecured Creditors Committee													
Other Wind Down Costs	15,150	10,100	5,050	10,100	10,100	17,360	8,680	4,340	13,020	16,360	8,180	4,090	12,270
Transaction Related Expenses													
Interest Expense													
<b>Total Disbursements</b>	178,436	173,386	302,658	233,386	341,041	180,646	293,615	227,626	207,955	98,003	211,872	145,733	125,562
<b>Projected Net Cash Flow from Operations</b>	256,645	261,695	132,423	201,695	94,039	221,625	108,656	174,645	194,316	144,145	30,676	96,415	316,586

PROPRIETARY AND CONFIDENTIAL